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Attorneys for the Ad Hoc Group
of Junior Secured Noteholders

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Chapter 11
RESIDENTIAL CAPITAL, LLC, et al.,) Case No. 12-12020 (MG)
Debtors.) (Jointly Administered)
)

AFFIDAVIT OF SERVICE

STATE OF NEW YORK

S.S:

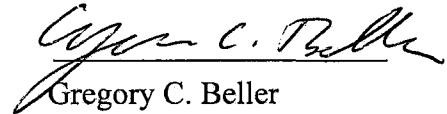
COUNTY OF NEW YORK

Gregory C. Beller, being duly sworn, deposes and states:

1. I am a legal assistant employed by White & Case LLP at 1155 Avenue of the Americas, New York, New York, 10036. I am over the age of twenty-one years and not a party to the above-captioned proceeding.
2. On December 13, 2012, I caused to be served via electronic mail a copy of the following document upon the parties listed in the Monthly Service list attached hereto as Exhibit A and via First Class mail upon the parties on the Special Service list and those listed in the *Notice of Debtors' Motion for the Entry of an Order Further Extending their Exclusive*

Periods to File a Chapter 11 Plan and Solicit Acceptances thereof [Docket No. 2355], together listed in Exhibit B.

- a. *Omnibus Response of Ad Hoc Group of Junior Secured Noteholders to Debtors' Motion for the Entry of an Order Extending their Exclusive Period to File a Chapter 11 Plan and Solicit Acceptances Thereof and Debtor's Motion for the Appointment of a Mediator* [Docket No. 2406]



Gregory C. Beller

Sworn to before me this 14th Day of December, 2012



JEFFREY S. LORD
Notary Public, State of New York
No. 01LO6267083
Qualified in New York County
Commission Expires Aug. 13, 2016

EXHIBIT A

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 Residential Capital, LLC, et al.
 Case No. 12-12020 (MG)
 Monthly Service List

NAME	NOTICE NAME	ADDRESS1	ADDRESS2	CITY	ST ZIP	COUNTRY	PHONE	FAX	EMAIL	DESCRIPTION
Chadbourne & Parke LLP	Attn Howard Seife & David M LeMay & Robert J Gayda & Marc B Roitman	30 Rockefeller Plaza		New York	NY 10112		212-408-5100	212-641-5369	hseife@chadbourne.com; dlemay@chadbourne.com; rgayda@chadbourne.com; mroitman@chadbourne.com	Counsel to the Examiner, Arthur J Gonzalez
Citibank NA	Attn Bobbie Theivakumaran	390 Greenwich St 6th Fl		New York	NY 10013		212-723-6753	646-291-3798	bobbie.theivakumaran@citi.com	Secured Lender under the Mortgage Servicing Rights Facility
Clifford Chance US LLP	Jennifer C DeMarco & Adam Lesman	31 West 52nd St		New York	NY 10019		212-878-8000	212-878-8375	jennifer.demarco@cliffordchance.com; adam.lesman@cliffordchance.com	Counsel to Ocwen Loan Servicing LLC
Deutsche Bank Trust Company Americas	c/o Kelvin Vargas	25 De Forest Ave		Summit	NJ 07901		201-593-2456		kelvin.vargas@db.com	Indenture Trustee to Unsecured Notes / Top 50 Creditor
Fannie Mae	Attn Peter McGonigle	1835 Market St Ste 2300		Philadelphia	PA 19103		215-575-1578	240-699-2178	peter.mcgonigle@fanniemae.com	Prepetition Lender - Fannie EAF
Internal Revenue Service	Centralized Insolvency Operation	PO Box 7346		Philadelphia	PA 19101-7346		800-973-0424	267-841-1015		Internal Revenue Service
Internal Revenue Service	Centralized Insolvency Operation	2970 Market St		Philadelphia	PA 19104			267-841-1015		Internal Revenue Service
Internal Revenue Service	Insolvency Section	31 Hopkins Plz Rm 1150		Baltimore	MD 21201		800-913-9358			Internal Revenue Service
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Securities & Exchange Commission NY Regional Office	George S Canellos Regional Director	3 World Financial Center Ste 400		New York	NY 10281-1022		212-336-1100	212-336-1320	bankruptcyoffices@sec.gov	Securities and Exchange Commission - New York Regional Office
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The Bank of New York Mellon	Asset-Backed Securities Group	101 Barclay St 4W		New York	NY 10286					Indenture Trustee under the Pre-Petition GSAP Facility
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U.S. Department of Justice	US Attorney General, Eric H. Holder, Jr.	950 Pennsylvania Ave NW		Washington	DC 20530-0001		202-514-2063	202-307-6777	AskDOJ@usdoj.gov	Office of the United States Attorney General
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Wells Fargo Bank NA	Attn Corporate Trust Services - GMAC Home Equity Notes 2004 Variable Funding Trust	PO Box 98		Columbia	MD 21046					GMEN Indenture Trustee at Corporate Trust Office

Special Service List

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NAME	NOTICE NAME	ADDRESS1	ADDRESS2	CITY	ST	ZIP	COUNTRY	PHONE	FAX	EMAIL	DESCRIPTION
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Akin Gump Strauss Hauer & Feld LLP	Fred S Hodara & Robert A Johnson & Christopher W Carty	One Bryant Park		New York	NY	10036-6745		212-872-1000	212-872-1002	robert.johnson@akingump.com; fred.hodara@akingump.com	Counsel to Aurelius Capital Management LP
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Aly Bank	Tom Houghton	440 S Church St	# 1100	Charlotte	NC	28202		704-444-4825		tom.houghton@aly.com; jeff.brown@qmacfs.com; william.t.schneiders@ally.com	Ally Bank
Aly Financial Inc	Jeffrey Brown Corporate Treasurer	440 S Church St	# 1100	Charlotte	NC	28202		704-540-6133			Secured Lender under the Secured Revolver and Line of Credit
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Barclays Bank PLC	Alicia Borys & Patrick Kerner	745 7th Ave 27th Fl		New York	NY	10019		212-526-4291; 212-526-1447	212-526-5115	alicia.borys@barclays.com; patrick.kerner@barclays.com	Barclays Bank PLC, as administrative agent under the Pre-Petition GSAP Facility
Barclays Bank PLC	Joe Tricamo & May Wong	1301 Sixth Ave		New York	NY	10019		320-7890		xmauying5@barclays.com	Barclays Bank PLC, as administrative agent under the Pre-Petition GSAP Facility
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BMMZ Holding LLC	c/o Ally Financial Inc, Attn Courtney Lowman	200 Renaissance Center Mail Code 482-B12-B96		Detroit	MI	48265-2000		313-656-6711		courtney.lowman@ally.com	Buyer under the Pre-Petition Ally Repo Facility
Brian Kessler, et al	c/o Weitnauer Bender Strichbahn & Vaughan, P.C.	2500 City Center Square, 1100 Main, Suite 2500		Kansas City	MO	64105		816-421-6820	816-421-4747	julieke@weitnauer.com; george.peacock@cwt.com; ingrid.b.eghy@cwt.com	Top 50 Creditors
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Cadwalader Wickersham & Taft LLP	Mark C Ellenberg Esq	700 Sixth St NW		Washington	DC	20001		202-862-2200	202-862-2400	mark.ellenberg@cwt.com	Counsel to MBIA Insurance Corporation
Caley Dekhoda & Quadri dba Wong Fleming	Dianna J Caley	2340 130th Ave NE Ste D 150		Bellevue	WA	98005		425-869-4040	425-869-4050	dcaley@wongfleming.com	Counsel to Caley Dekhoda & Quadri
Carter Ledyard & Milburn LLP	Aaron R Cahn & Leonardo Trivigno	2 Wall St		New York	NY	10005		212-732-3200	212-732-3232	bankruptcy@clm.com	Counsel to an Ad Hoc Consortium of RMBS holders
Cleary Gottlieb Steen & Hamilton LLP	Sean A O Neal and Thomas J Moloney	One Liberty Plaza		New York	NY	10006		212-225-2000	212-225-225-3999	maofiling@cgsh.com; tmoloney@cgsh.com; geneal@cgsh.com;	Special Counsel to Wilmington Trust National Association as Indenture Trustee for Various Series of Unsecured Notes

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 Residential Capital, LLC, et al.
 Case No. 12-12020 (MG)
 Monthly Service List

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Commonwealth of Pennsylvania, Department of Labor and Industry	Joseph Kots	Reading Bankruptcy & Compliance Unit	625 Cherry St Rm 203	Reading	PA	19602-1152		610-378-4511	610-378-4459	raul-joseph@bankrupt.state.pa.us	Commonwealth of Pennsylvania, Department of Labor and Industry, Office of Unemployment Compensation Tax Services (UCTS)
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Crowe & Dunlevy PC	William H. Hoch	20 N. Broadway Ave., Ste. 1800		Oklahoma City	OK	73102		405-235-7700	405-239-6651	will.hoch@crowedunlevy.com	Counsel to MidFirst Bank
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FIDC	Dennis J Early	Counsel - Legal Division	3501 Fairfax Dr Rm VS-D-7076	Arlington	VA	22226-3500		703-562-2739		dearly@fdic.gov	Counsel to the FDIC
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Frenkel Lambert Weiss Weisman & Gordon LLP	Karen M Sheehan Esq	20 W Main St		Bay Shore	NY	11706		631-969-3100	631-969-3100	ksheehan@fwlaw.com	Wells Fargo Bank, N.A., as Trustee on Behalf of the certificate holders of HSI Asset Loan Obligation Trust 2007-ARI, Mortgage Pass Through Certificates, Series 2007-AR/ o Select Portfolio Servicing; Counsel to MidFirst Bank
Gibbons PC	Attn Jeffrey S Berkowitz Esq	One Pennsylvania Plaza 37th Fl		New York	NY	10119-3701		212-613-2000	212-290-2018	jberkowitz@gibbonslaw.com	Counsel to Wells Fargo Bank, NA
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Linebarger Goggan Blair & Sampson LLP	John P Dillman Esq	PO Box 3064		Houston	TX	77253-3064		713-844-3478	713-844-3503	houston_bankruptcy@lgbh.com	Counsel to Texas Taxing Authorities - Katy ISD, Matagorda County, Cypress-Fairbanks ISD, Tyler County, Cleveland ISD, Fort Bend County, Montgomery County, Harris County, Galveston County, Orange County; Counsel to Taxing Authorities
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NAME	NOTICE NAME	ADDRESS1	ADDRESS2	CITY	ST	ZIP	COUNTRY	PHONE	FAX	EMAIL	DESCRIPTION
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Secretary of State, Division of Corporations		99 Washington Ave Ste 600	One Commerce Plz	Albany	NY	12231-0001		518-473-2492	518-474-1418		Secretary of the State - Division of Corporations
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 Residential Capital, LLC, et al.
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